This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims

1. (Currently Amended) A sonic actuator comprising:

a multi-layer membrane including an elastomeric dielectric polymer layer having a first surface and a second surface:

a first complaint electrode layer contacting said first surface; and a second complaint electrode layer contacting said second surface; and a support structure in contact with the multi-layer membrane,

wherein the polymer layer is arranged in a manner which causes a portion of the polymer layer to deform in response to a change in electric field that is applied via at least one of the first compliant electrode layer or the second compliant electrode layer and wherein a portion of the polymer layer is capable of a strain of greater than 25% between a first position of the elastomeric dielectric polymer layer with a first area and a second position of the elastomeric dielectric polymer layer with a second area.

- 2. (Previously presented) A sonic actuator as recited in claim 1 wherein said dielectric polymer is selected from the group consisting essentially of silicone, fluorosilicone, fluoroelastomer, natural rubber, polybutadiene, nitrile rubber, isoprene, and ethylene propylene diene.
- 3. (Currently Amended) A sonic actuator as recited in claim 1 wherein said complaint electrode layer is made from the group consisting essentially of graphite, carbon, <u>and</u> conductive polymers, and thin metal films.

- 4. (Original) A sonic actuator as recited in claim 1 wherein said support structure is a grid having a plurality of apertures.
- 5. (Previously presented) A sonic actuator as recited in claim 4 wherein said multi-layer membrane is biased such that portions of said membrane bulge at least some of said apertures.
- 6. (Previously presented) A sonic actuator as recited in claim 5 wherein said multi-layer membrane is biased such that portions said membrane bulge in a first direction at least some of said apertures.
- 7. (Previously presented) A sonic actuator as recited in claim 5 wherein said multi-layer membrane is biased such that portions of said membrane bulge in a first direction at some of said apertures and such that portions of said membrane bulge in a second direction at others of said apertures.
- 8. (Previously presented) A sonic actuator as recited in claim 6 wherein said membrane is biased by a gaseous pressure that is greater than atmospheric pressure.
- 9. (Previously presented) A sonic actuator as recited in claim 6 wherein said membrane is biased by a gaseous pressure that is less that atmospheric pressure.
- 10. (Previously presented) A sonic actuator as recited in claim 6 wherein said membrane is biased by a soft foam material.
- 11. (Original) A sonic actuator as recited in claim 10 wherein said soft foam material is a closed-cell foam with an average cell diameter substantially less than a diameter of said apertures.
- 12. (Previously presented) A sonic actuator as recited in claim 7 wherein said membrane is biased by a gaseous pressure that is greater than atmospheric pressure where said membrane is bulging in a first direction, and is biased by a gaseous pressure that is less than atmospheric pressure where said membrane is bulging in a second direction.
- 13. (Previously presented) A sonic actuator as recited in claim 5 wherein said support structure is substantially planar proximate to said apertures and wherein said bulging portion of said membrane exhibit an out-of-plane deflection.

- 14. (Previously presented) A sonic actuator as recited in claim 1 wherein said multi-layer membrane comprises a sandwich structure having a plurality of layer of elastomeric dielectric polymers alternating with a plurality of layers of complaint electrodes.
- 15. (Original) A sonic actuator as recited in claim 1 further comprising a square root diver coupled to said first complaint electrode and to said second complaint electrode.
- 16. (Original) A sonic actuator as recited in claim 15 wherein said square root driver includes a summer adding a lower power input signal to an offset voltage and a square root generator coupled to an output of said summer.
- 17. (Original) A sonic actuator as recited in claim 16 further comprising a filter coupled to an output of said square root generator.
- 18. (Original) A sonic actuator as recited in claim 17 further comprising an amplifier coupled to an output of said filter to provide a signal to drive said multi-layer membrane.
- 19. Withdrawn.
- 20. Withdrawn.
- 21. (Previously presented) A sonic actuator as recited in claim 1, wherein the polymer layer is transparent.
- 22. (Previously presented) A sonic actuator as recited in claim 1, wherein the sonic actuator is one of rectangularly shaped, spherically shaped or cylindrically shaped.
- 23. Withdrawn.
- 24. Withdrawn.
- 25. Withdrawn.
- 26. Withdrawn.
- 27. (Previously presented) A sonic actuator as recited in claim 1, wherein a membrane thickness of the polymer layer is less than about 100 micrometers.

- 28. Withdrawn.
- 29. Withdrawn.
- 30. (Previously presented) A sonic actuator as recited in claim 4, wherein the apertures are one of rectangularly-shaped, square-shaped or circularly shaped.
- 31. Withdrawn.
- 32. Withdrawn.
- 33. (Previously presented) A sonic actuator as recited in claim 1, wherein said sonic actuator is a component of one of a speaker or an automobile.

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